

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 197.
FILED, MAY 21st. 1964.

GENEX MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1094 dated April 22, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	By an Agreement in writing between the Company and Maple Bay Copper Mines Limited dated the 12th day of May, 1964 the Company purchased seven patented mining claims in the Township of Godfrey (See item 11).
4. Share capitalization showing authorized and issued and outstanding capital.	6,000,000 shares at the par value of \$1.00 each of which 2,762,001 are issued and outstanding as fully paid and non-assessable.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	600,000 shares in blocks of 200,000 shares at 17½¢, 22½¢ and 27½¢ within 3, 6 and 9 months respectively from April 30, 1964 are under option to John C.L. Allen Limited, 112 King Street West, Toronto, on behalf of its client Vaughan Securities Limited.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds of sale of 400,000 treasury shares will be used to pay the liabilities of the Company amounting to approximately \$11,000., to maintain the Company's property in good standing, to pay head office and administrative expenses, to carry on further exploration and development and acquisition of new properties as the opportunity may arise, and for the exploration and development of the Godfrey Township claims, in accordance with the recommendations of the Company's Consulting Engineers (See Item 6.)
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By an Agreement dated the 12th day of May, 1964, subject to acceptance by the Toronto Stock Exchange, the Company purchased from Maple Bay Copper Mines Limited, Room 906, 357 Bay Street, Toronto, seven patented mining claims in the Township of Godfrey, District of Cochrane in the Porcupine Mining Division, being claims numbers P 19290, 19292, 27215, 27216, 27677, 28252 and 28253 in consideration of the issue and allotment of 500,000 treasury shares of which 10% are free of escrow and the balance shall be held in escrow by Eastern & Chartered Trust Company, subject to release on consent of the Board of Directors of the Company and of the Toronto Stock Exchange. A Special General Meeting of the Shareholders of the Company will be held on June 15, 1964 for the purpose of considering and approving the Agreement.

FINANCIAL STATEMENT

GENEX MINES LIMITED

Statement of Source and Application of
funds for the period December 31, 1963 to
May 12, 1964.

Working capital December 31, 1963 (\$ 9,251.32)

Funds provided

Loan to Company	1,500.00
Underwriting - 400,000 shares	
capital stock @ 12½¢	<u>50,000.00</u> \$51,500.00

Funds applied

Caretaker's wages	600.00
Repayment of Loan	2,500.00
Transfer Agents, Fees & Disbursements	501.84
Toronto Stock Exchange, fees	300.00
Taxes & Workmen's Compensation	261.76
Legal	759.00
Administrative & General Expense	<u>600.00</u> <u>5,522.60</u>
	<u>45,977.40</u>
Working capital, May 12, 1964	<u>\$36,726.08</u>

Certified Correct

H. Hawley

O. H. Walker

Director
Director

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by J.P. Jewell, Mining Geologist, dated May 10th, 1964, on the mining claims located in Godfrey Township, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

REPORT ON GODFREY TOWNSHIP PROPERTY OF GENEX MINES LIMITED

FOREWORD

Genex Mines Limited have acquired a group of mining claims in the Kamiskotia area ten miles west of Timmins, Ontario. The situation of the property is of special interest because of the widespread occurrence of base metal mineralization on the claim block, and the recent discovery of Texas Sulphur in Kidd township, sixteen miles to the northwest.

The Kamiskotia area has experienced many different periods of activity in the search for base metals. The initial program on the property now owned by Genex was during the discovery of copper at Noranda, Quebec, and later when the Kam-Kotia Porcupine Mines, located seven miles northeast, first reached the production stage. Other efforts were directed toward showings in Godfrey township when the price of copper was increased. Not all of the results of these exploration programs are available now, only the findings from the most recent work are available for guidance at this time.

The history of the mining industry in Canada has pointed up the unpredictability of the occurrence of base metal deposits. A review of the progress of the Kam-Kotia Porcupine Mines Limited confirms this belief: The rusty leached outcrop on this property was first reported in 1915. The showing was explored in 1926 to 1928, and the Kam-Kotia Porcupine Mines was incorporated in 1932. The property was then abandoned until 1942, when it was brought into production by agreement with the Wartime Metals Corporation, and open pit mining commenced. From September 1943 until December 1944, 189,000 tons of ore were milled, yielding 13,097 tons of concentrate grading 22.16% copper. The mill feed grade was 2.028% copper. After this period, operations were suspended and the equipment was removed. With the betterment of the copper situation, management of the property changed hands and the present operators gained control of the mine in 1960, and developed it into a profitable enterprise, milling 1,000 tons daily. However, it was not until the latter part of 1962 that the depth potential of the deposit and the possibilities in other sections of the property were recognized. Facilities for underground mining at an increased production rate have now been established, and indications of the importance of the area as a base metal mining camp have finally become apparent.

Considering the above recorded events in the progress of one operation in the area, the reported occurrences on the Genex holdings in similar geological environment gain special significance, and every effort should be made to fully develop the property.

PROPERTY AND LOCATION

The Genex Mines Limited property consists of seven contiguous patented mining claims of approximately 40 acres each in Godfrey township, Porcupine Mining District, comprising the South half, Lot 9, Concession III, the Northwest and Northeast quarters of the North half of Lot 9, Concession II, and the Southeast quarter of the South half of Lot 10, Concession III. They are registered as mining claims 27216, 27215, 19292, 19290, 28252, 28253 and 27677.

The claim block lies 10 miles due west of the town of Timmins, and seven miles southeast of the Kam-Kotia Porcupine Mines operation. The property is situated 800 feet south of the shore of Godfrey Lake. The Genex holdings are approximately 16 miles southwest of the Texas Sulphur base metal discovery.

ACCESSIBILITY AND FACILITIES

The property is reached by motoring $7\frac{1}{2}$ miles west of Timmins along the Kamiskotia road, thence $3\frac{1}{2}$ miles over a bush road to Godfrey Lake. This latter road is suitable for truck traffic for a distance of 2 miles, and equipment can be transported by tractor from this point to the claim group. Only a limited amount of work would be required to establish a good truck road the entire distance to the property. Godfrey Lake is suitable for traffic by Beaver aircraft, available from the air base on Porcupine Lake, at South Porcupine.

Most of the property is heavily wooded, and water is available for exploration needs from streams or from Forbes Lake, which underlies the greater part of Claim 27677.

Hydro-electric power is readily available, and materials and supplies, as well as a labour force for eventual mining operations, are close at hand from Timmins, one of the older Ontario mining communities.

HISTORY

Since sulphide mineralization was first discovered on the property, about the early 1920's, the ground was held by various owners and optioned to different companies for limited exploration. When held by the original stakers, the ground was optioned to Aconda Mines Limited in October 1927. Later it was incorporated into Alameda Mines Limited in 1937. In 1944 the property was transferred to Mordey Copper Company, a mining company controlled by Hoyle Mining Company, Limited. More recently the claims were controlled by Bidcop Mines Limited, and Maple Bay Copper Mines Limited, until recently acquired by Genex Mines Limited.

Early exploration on the property was mainly confined to surface exploration. An unusual amount of rock trenching was performed on the many sulphide showings which occur on the ground. Later exploration included diamond drilling and some geophysical work. Most of these early records are not available. At this writing only the results of diamond drilling conducted by Maple Bay Copper Mines Limited are available to this reporter.

CONCLUSIONS AND RECOMMENDATIONS

Results of previous exploration on the Genex Mines Limited property in Godfrey township have indicated that the property is of unusual merit and justifies further development to fully assess its potentialities. Diamond drill borings have intersected some sections of heavy chalcopyrite mineralization, and important gold and zinc values have also been encountered. The mineralization occurs in excellent geological and structural conditions, and similar to deposits in other base metal districts. Information available suggests that the known

zones can be further extended, and other potential areas heretofore not explored would appear to provide good targets for investigation which could reasonably be expected to disclose additional deposits of copper mineralization and possibly carrying zinc and gold values as well.

It is, therefore, recommended that an exploration program be initiated directed towards the following objectives:

- 1) To investigate the possibility of extending the H zone in a northeasterly direction with a series of diamond drill holes.
- 2) Direct a series of diamond drill holes to extend the H zone to the west diabase dike.
- 3) Investigate the area on strike of the H zone west of the most westerly diabase dike with a limited amount of exploratory diamond drill boring.
- 4) Cross-section the ground south of the H zone with a series of diamond drill holes.
- 5) Map the outcrops and plot the diamond drill holes previously drilled to correlate all the information available.

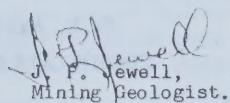
Where expedient, down-the-hole E-M equipment will be utilized to survey the proposed diamond drill borings, as well as some of the holes drilled previously.

It is estimated that approximately 6,000 feet of diamond drilling will be necessary for the program outlined above. Results of this work will guide further exploration which may entail additional detailed diamond drilling.

To implement the foregoing proposed program, it is recommended that a sum of \$25,000 be provided. Upon completion of the program, results will be reviewed and plans for further development of the property will be formulated, with some consideration possibly being given to an underground development program.

Respectfully submitted,

144 Maclean Ave.,
Toronto, Ontario,
May 10th, 1964.



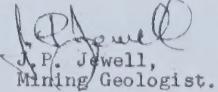
J. P. Jewell,
Mining Geologist.

C E R T I F I C A T E

I, J.P. Jewell, do hereby certify as follows:

1. That I am a Geologist and reside at 144 Maclean Avenue, Toronto, Ontario.
2. That I am a graduate of the University of Michigan and have been practicing my profession since 1937.
3. That the accompanying report is based on personal examination of the property, from knowledge of the area gained while supervising exploration on properties in Robb and Jamieson townships, and from an Ontario Department of Mines Report by Nelson Hogg, being Vol. LXIII, Part 7, 1954.
4. That I have no interest, either direct or indirect, in the subject property, nor do I expect to receive any such interest.

Toronto, Ontario,
May 10th, 1964.



J. P. Jewell,
Mining Geologist.

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Maple Bay Copper Mines Limited, Room 906, 357 Bay Street, Toronto, - 100% interest, Bidcop Mines Limited, Room 906, 357 Bay Street, Toronto, and Robert MacInnes, 806 Vancouver Block, Vancouver, B.C. have a greater than 5% interest in Maple Bay Copper Mines Limited. Maple Bay Copper Mines Limited and Bidcop Mines Limited are both public companies.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	450,000 shares are held in escrow by the Eastern & Chartered Trust Company, subject to release on consent of the Toronto Stock Exchange. When the Agreement referred to in Item 11 is approved by the Company's shareholders, an additional 450,000 shares will be escrowed.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	W. J. Lawson & Company, 9 Adelaide Street East, Toronto, owns 450,000 escrowed shares. When the Agreement referred to in Item 11 is approved by the Company's shareholders, Maple Bay Copper Mines Limited, Room 906, 357 Bay Street, Toronto, will own 450,000 escrowed shares.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares of the Company are in the course of primary distribution to the public. There are no other material facts.

DATED May 15, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"W.J. Lawson"

"W.M. Macintosh"

GENEX MINES LIMITED

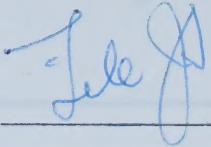
CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1094.
FILED, APRIL 30th, 1964.


GENEX MINES LIMITED

Full corporate name of Company

Incorporated under The Companies Act (Ont.) by Letters Patent dated Mar. 10, 1949.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 852.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option on treasury shares (See Item 6)
2. Head office address and any other office address.	Room 906, 357 Bay Street, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President/Director W. J. Lawson, Maple, Ontario, Broker. Vice-President/Director C.H. Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor. Secretary-Treasurer W.M. Macintosh, Room 906, 357 Bay Street, Toronto, Ontario, Solicitor. Ass't Sec.-Treasurer S.H. Warren, Room 906, 357 Bay Street, Toronto, Ontario, Accountant. Director A. H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired. Director E.D. Hinch, 2 Milepost Place, Toronto 17, Ontario, Office Manager. Director W.G. Chipp, 256 Bedford Park Road, Toronto, Ontario, Chartered Accountant.</p> <p>Mr. W. G. Chipp was elected to the Board of Directors on the 21st day of April, 1964 to fill the vacancy created by the death of Mr. Smirle Lawson the former Director of the Company. Messrs. W. M. Macintosh and S. H. Warren were appointed Secretary-Treasurer and Assistant Secretary-Treasurer respectively, at a Meeting of the Board of Directors on the 23rd day of October, 1963, following the resignation of Mr. R. L. McDonell the former Secretary-Treasurer.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	6,000,000 shares at the par value of \$1.00 each of which 2,362,001 shares are issued and outstanding as fully paid and non-assessable.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an Agreement dated the 22nd day of April, 1964, subject to acceptance by The Toronto Stock Exchange, John C. L. Allen Limited, 112 King Street West, Toronto, on behalf of its client Vaughan Securities Limited agreed to purchase 400,000 shares at 12½¢ per share payable forthwith upon acceptance by The Toronto Stock Exchange and was granted Options to purchase further stock as follows: all or any part of 200,000 shares at 17½¢ per share within three months of the effective date; all or any part of 200,000 shares at 22½¢ per share within six months of the effective date; and all or any part of 200,000 shares at 27½¢ per share within nine months of the effective date.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Vaughan Securities Limited, c/o W. J. Lawson, King Edward Hotel, Toronto, Ontario. W. J. Lawson, Maple, Ontario, is the owner of 60% of the issued shares and J. Ross Lawson, 269 Jeffcoat Drive, Toronto, Ontario, is the owner of 40% of the issued shares.												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds of sale of 400,000 treasury shares referred to in paragraph 6 will be used to pay the liabilities of the Company amounting to approximately \$11,000.00, to maintain the Company's properties in good standing, to pay Head Office and administrative expenses, and to carry on further exploration and development and acquisition of new properties as the opportunity may arise.												
10. Brief statement of company's chief development work during past year.	The geophysical survey and diamond drilling work carried out on the claims held under option by the Company in Robb Township, Ontario. This option was subsequently allowed to lapse due to the results obtained.												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N/A												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	450,000 shares are held in escrow by the Eastern and Chartered Trust Company subject to release on consent of The Toronto Stock Exchange.												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	W. J. Lawson & Company, 9 Adelaide Street East, Toronto owns 450,000 escrowed shares.												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tbody> <tr> <td>W. J. Lawson & Co., 9 Adelaide Street East, Toronto, Ontario, of which 450,000 shares are escrowed.</td> <td style="text-align: right;">469,500</td> </tr> <tr> <td>Playfair & Company Limited, 60 Yonge Street, Toronto, Ontario.</td> <td style="text-align: right;">159,500</td> </tr> <tr> <td>R. H. Scarlett & Company, 11 Adelaide Street West, Toronto, Ontario.</td> <td style="text-align: right;">139,854</td> </tr> <tr> <td>Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario.</td> <td style="text-align: right;">136,500</td> </tr> <tr> <td>R. H. Scarlett & Company Limited, 11 Adelaide Street West, Toronto, Ontario.</td> <td style="text-align: right;">106,500</td> </tr> <tr> <td>Goodwin, Harris & Co. Limited, 347 Bay Street, Toronto, Ontario.</td> <td style="text-align: right;">99,800</td> </tr> </tbody> </table> <p>The shares in the name of W. J. Lawson & Co. are beneficially owned by Mr. W. J. Lawson and Mr. W. J. Lawson owns a 60% interest in Vaughan Securities Limited. The Company has no knowledge as to the beneficial ownership of shares registered in the names of the other shareholders mentioned above.</p>	W. J. Lawson & Co., 9 Adelaide Street East, Toronto, Ontario, of which 450,000 shares are escrowed.	469,500	Playfair & Company Limited, 60 Yonge Street, Toronto, Ontario.	159,500	R. H. Scarlett & Company, 11 Adelaide Street West, Toronto, Ontario.	139,854	Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario.	136,500	R. H. Scarlett & Company Limited, 11 Adelaide Street West, Toronto, Ontario.	106,500	Goodwin, Harris & Co. Limited, 347 Bay Street, Toronto, Ontario.	99,800
W. J. Lawson & Co., 9 Adelaide Street East, Toronto, Ontario, of which 450,000 shares are escrowed.	469,500												
Playfair & Company Limited, 60 Yonge Street, Toronto, Ontario.	159,500												
R. H. Scarlett & Company, 11 Adelaide Street West, Toronto, Ontario.	139,854												
Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario.	136,500												
R. H. Scarlett & Company Limited, 11 Adelaide Street West, Toronto, Ontario.	106,500												
Goodwin, Harris & Co. Limited, 347 Bay Street, Toronto, Ontario.	99,800												

FINANCIAL STATEMENTS

GENEX MINES LIMITED

BALANCE SHEET

AS AT DECEMBER 31, 1963

ASSETS	<u>LIABILITIES</u>	
Cash in bank	\$ 182.13	Accounts payable
Shares in another mining company - at cost, less proceeds of sales	13,518.10	Loan payable (note 3)
Mining properties - at cost:		
Geneva Lake (Hess Township) claims	\$ 170,404.03	Capital stock: Authorized: 6,000,000 shares of \$1.00 each
Dufresnoy Township claims	10,040.00	
Robb Township option (note 2)	5,000.00	
Buildings and equipment - Geneva Lake property - at cost less disposals and write-offs	259,640.93	Issued and fully paid: 2,362,001 shares
Deferred expenditure:		<u>Less: Discount on shares</u>
Exploration and development:		2,067,589.42
Geneva Lake claims	\$ 194,399.77	\$ 2,362,001.00
Dufresnoy Township claims	21,981.25	
Robb Township option (note 2)	18,421.95	
Administration and general	149,003.63	Contributed surplus
		589,572.55
		\$ 883,984.13
	383,806.60	Deficit
		124,325.79
		759,658.34
	\$ 842,591.79	\$ 842,591.79

- Notes: (1) During the year ended December 31, 1963, the Company issued 200,000 shares of capital stock for \$20,000.00 cash. Options outstanding on a further 800,000 shares under an agreement dated January 10, 1963 have since lapsed.
- (2) Pursuant to an agreement dated January 28, 1963, the Company paid \$5,000.00 cash to acquire an option on certain unpatented mining claims located in Robb Township, Porcupine Mining Division. Subsequent to December 31, 1963, this option has lapsed.
- (3) Repayment of this loan is to be made from 50% of the operating profit after commencement of production.

Approved on behalf of the Board:

A. H. Smith Director

Auditors' Report to the Shareholders

We have examined the balance sheet of Genex Mines Limited as at December 31, 1963 and the statement of deferred expenditure for the year ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

We report that, in our opinion, the accompanying balance sheet and statement of deferred expenditure present fairly the financial position of the Company as at December 31, 1963 and the results of its operations for the year ended on that date.

TORONTO, Canada,
April 17th, 1964.

Jeff Robertson Stone
Chartered Accountants.

GENEX MINES LIMITED
STATEMENT OF DEFERRED EXPENDITURE
FOR THE YEAR ENDED DECEMBER 31, 1963

Exploration and development

Geneva Lake (Hess Township) claims:		
Balance, December 31, 1962		\$ 192,402.65
Caretaker's wages	\$ 1,800.00	
Compensation and unemployment insurance	109.08	
Acreage taxes	<u>88.04</u>	<u>1,997.12</u>
Balance, December 31, 1963		\$ 194,399.77
		<u> </u>
Dufresnoy Township claims:		
Balance, December 31, 1962		\$ 21,666.25
Licenses and taxes	\$ 215.00	
Engineering fees	<u>100.00</u>	<u>315.00</u>
Balance, December 31, 1963		\$ 21,981.25
		<u> </u>
Robb Township option:		
Geophysical surveys	\$ 10,500.00	
Diamond drilling	7,708.45	
Licenses and fees	213.50	
Balance, December 31, 1963		\$ 18,421.95
		<u> </u>

Administration and general

Balance, December 31, 1962		\$ 144,360.18
Head office services	\$ 1,800.00	
Share issue expense	1,148.07	
Legal and audit fees	1,205.00	
Meetings and reports	315.12	
Taxes	132.53	
General expense	<u>42.73</u>	<u>4,643.45</u>
Balance, December 31, 1963		\$ 149,003.63
		<u> </u>

GENEX MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED DECEMBER 31, 1963

Source:

Sale of 200,000 shares of capital stock	\$ 20,000.00
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Application:

Option payment on mining claims	\$ 5,000.00
Exploration expenditure	20,734.07
Administration and general expenditure	<u>4,643.45</u>
	30,377.52
Balance, representing the decrease in working capital as set out below:	\$ 10,377.52

	December 31, 1963	1962
Cash in bank	\$ 182.13	\$ 1,426.67
Accounts payable	9,433.45	300.47
Working capital	<u>\$ (9,251.32)</u>	<u>\$ 1,126.20</u>
		\$ 10,377.52

GENEX MINES LIMITED

Statement of Source and Application of funds for the period December 31, 1963 to April 22, 1964

Working capital, December 31, 1963	\$ (9,251.32)
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Funds provided

Loan to Company	\$ 1,500.00
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Funds applied

Caretaker's wages	450.00
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Administration and general expenses	<u>577.56</u>
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	\$ 1,027.56
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Accounts payable	10,933.45
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Cash in Bank	<u>654.57</u>
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Working capital, April 22, 1964	(10,278.88)
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Certified Correct

R. Neff

Director

G. D. Stone

Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has shareholdings sufficient to effect control of the Company, but Mr. W. J. Lawson, Maple, Ontario, if able to obtain proxies from the larger shareholders, is in a position to effect control of the Company.				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>Bidcop Mines Limited -</p> <table> <tr> <td>550,000 Shares - Market Value</td> <td>\$55,000.00</td> </tr> <tr> <td> Book Value</td> <td>\$13,518.10</td> </tr> </table>	550,000 Shares - Market Value	\$55,000.00	Book Value	\$13,518.10
550,000 Shares - Market Value	\$55,000.00				
Book Value	\$13,518.10				
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Nil				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No shares of the Company are at present in the course of primary distribution to the public. However, when the shares underwritten are taken up, the shares of the Company will then be in primary distribution to the public. There are no other material facts.				

DATED April 22, 1964
CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GENEX MINES LIMITED

"W. J. Lawson"

CORPORATE
SEAL

"W. M. Macintosh"

W. M. Macintosh
PRES/DIR
SECRETARY-TREAS

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JOHN C. L. ALLEN LIMITED

"E.A. Kershaw"

"J.D. McVittie"

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1221.
FILED, DECEMBER 4th, 1964.

See f

GENEX MINES LIMITED

Full corporate name of Company

Incorporated under The Companies Act (Ont.) by Letters Patent dated Mar. 10, 1949

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT Reference is made to previous
Filing Statement No. 1094 and
Amending Filing Statement No. 197.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option on treasury shares (See Item 6)
2. Head office address and any other office address.	Room 906, 357 Bay Street, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President/Director W.J. Lawson, Maple, Ontario, Broker. Vice-President/Director C.H. Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor. Secretary-Treasurer W.M. Macintosh, Room 906, 357 Bay Street, Toronto, Ontario, Solicitor. Ass't. Sec.-Treasurer S.H. Warren, Room 906, 357 Bay Street, Toronto, Ontario, Accountant. Director A.H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired. Director E.D. Hinch, 2 Milepost Place, Toronto 17, Ontario, Office Manager. Director W.G. Chipp, 256 Bedford Park Road, Toronto, Ontario, Chartered Accountant.
4. Share capitalization showing authorized and issued and outstanding capital.	6,000,000 shares at the par value of \$1.00 each of which 3,862,001 shares are issued and outstanding as fully paid and non-assessable.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an Agreement dated the 26th day of November, 1964, subject to acceptance by The Toronto Stock Exchange, Goodwin, Harris and Company Limited, 347 Bay Street, Toronto, on behalf of its client Vaughan Securities Limited agreed to purchase 200,000 shares at 22½¢ per share payable forthwith upon acceptance by The Toronto Stock Exchange and was granted Options to purchase further stock as follows: all or any part of 200,000 shares at 22½¢ per share within three months of the effective date; all or any part of 200,000 shares at 27½¢ per share within six months of the effective date; all or any part of 200,000 shares at 32½¢ per share within nine months of the effective date; and all or any part of 200,000 shares at 40¢ per share within twelve months of the effective date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Vaughan Securities Limited, c/o W.J. Lawson, King Edward Hotel, Toronto, Ontario. W.J. Lawson, Maple, Ontario, is the owner of 60% of the issued shares and J. Ross Lawson, 269 Jeffcoat Drive, Toronto, Ontario, is the owner of 40% of the issued shares. W.J. Lawson is President and Director of the Company.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds of sale of the 200,000 treasury shares referred to in paragraph 6 hereof will be used to sink a development shaft on the Godfrey Township claims and carry out lateral underground development work in accordance with the recommendations of the Company's consulting geologist, to pay Head Office and administrative expenses, to maintain the Company's properties in good standing and to reduce the Company's current liabilities.
10. Brief statement of company's chief development work during past year.	The Company carried on exploration and development work consisting of extensive diamond drilling and electromagnetic and induced polarization surveys on its properties in the Township of Godfrey, District of Cochrane.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N/A
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A

FINANCIAL STATEMENTS

GENEX MINES LIMITED

BALANCE SHEET

AS AT NOVEMBER 30, 1964

Notes: (1) During the eleven months ended November 30, 1964, the Company issued 1,006,000 shares of capital stock for \$165,000.00 cash and 500,000 shares of capital

(2) stock, valued by the directors at 15 cents per share, for mining claims. Pursuant to an underwriting agreement dated November 26, 1964, the Company has agreed to sell 200,000 shares of capital stock for \$ 45,000.00 cash, payable on the date of acceptance for filing of the Company's filing statement with the Toronto Stock Exchange. This amount provides for options on a further 200,000 shares.

On the date of acceptance for filing of the Company's filing statement with the Toronto Stock Exchange, this agreement provides for options on a further 800,000 shares of capital stock at prices from 22½ cents per share exercisable over a period of 12 months from the above mentioned effective date.

(3) Repayment of this loan is to be made from 50% of the operating profit after commencement of production from the Geneva Lake (Hess Township) claims.
(4) The Company has entered into a contract for the sinking of a development shaft at the Godfrey Township property, at an estimated cost of \$80,000.00 against

Answered on behalf of the Board

Director

Director : : Director : : Director : : Director

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by J.P. Jewell, Mining Geologist, dated November 26th, 1964, on mining claims located in Godfrey Township, Timmins, Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

FOREWORD

Genex Mines Limited has just concluded a diamond drilling program on its mining property in Godfrey township. The claim block had been explored by various owners since it was first recognized as a good base metal prospect at the time Hollinger acquired the Kam-Kotia copper property. The exploration conducted during these different periods has been concentrated in the vicinity of a strong shear zone striking south-east from the north boundary of the claims, in which occurs sulphide mineralization comprised of chalcopyrite, pyrite, and sphalerite, with minor amounts of galena and covellite. Gold values are also associated with the structure in some instances.

Results from the most recent, as well as previous, programs of exploration suggest that the full potential of the structure cannot be definitely determined by diamond drilling. Subsidiary and tension fractures, fault movements, and other structural conditions that localize the base metal mineralization cannot be properly assessed, nor predicted by diamond drilling.

Results recovered from diamond drill cores on the Genex property indicate that a sufficient tonnage of copper ore exists in the zone to warrant underground exploration to fully assess the mine-making potential of the structure, with reasonable assurance that important and valuable copper ore bodies containing some zinc and gold values will be developed.

DEVELOPMENT

Two ore sections have been indicated in previous work on the property carried out along the shear zone. These have been designated as the "C" and the "H" ore zones. A total of 389,792 tons of indicated and inferred copper ore has been calculated as the result of this exploration.

Genex Mines commenced a diamond drilling program in May of this year and continued until the first of November, using two drill rigs for the greater part of the program. The development was concentrated mainly in that section of the ore structure between the "C" and the "H" zones. This area is situated from line 1200 south to line 800 south on the grid system set up for the program. This has been designated as the "A" anomaly area. Ore intersections from this zone are believed to be more closely associated with the "C" zone, where copper mineralization occurs in altered and chloritized andesites, with the ore being localized by fault movement. The character of the copper mineralization and the geological environment of the "H" zone are distinctively different from the "A" and "C" zones. Line 1200 feet south is considered the northern boundary of the "H" zone, for the purpose of this report.

CALCULATIONS OF TONNAGE ESTIMATES

In the "A" block, 12 diamond drill intersections varying from 55 feet to 285 feet vertically below surface have been used in estimating the tonnage figure. Calculated widths ranged from 4.5 feet (1 intersection) to 20 feet (3 intersections). Using the usual mining procedure, and the practice established in the previous calculations for the "C" and the "H" zones, an additional 129,410 tons of 2.71% copper ore have been indicated this past season.

No attempt was made to enlarge the tonnage figure by reducing the grade of the ore. Estimates of probable or inferred ore have not been determined, since they have been considered in the previous estimate compiled below. However, of importance in the final tonnage potential of the deposit on the Genex property would be the possibilities of parallel occurrences of ore shoots tangent to the main structure. These possibilities are indicated in D.D. Hole G-10 where copper values of 1.03% over 10 feet were encountered 70 feet east of, and in Hole G-10-C which intersected 1.68% copper over eight feet west of, the main zone. The latter section occurred in a 35-foot zone which returned low copper values throughout. Other sections that may represent parallel occurrences returned 1.80% copper over 5.0', 2.50% over 4.5 feet and 1.83% copper over 5 feet. While these possibilities may be difficult to assess by diamond drilling, they may develop into important sources of ore when encountered in underground operations. Another possibility exists for adding to the tonnage potential. It is in the "B" anomaly area, 650 feet west of the "A" zone. Here, in favourable conditions good copper values have been encountered in the limited drilling completed to date. Hole G-62 returned 1.96% copper over 16.5', Hole G-65 assayed 1.65% over 12.7' and Hole G-58 1.20% copper over 10 feet. Many narrow sections were encountered containing over 1% copper. There is a potential length of approximately 600 feet along this structure.

Metals other than copper have not been considered in assessing the value of the indicated tonnage. There are, however, indications that the zinc and gold content of the ore may be of more than minor importance in assessing the mine-making potentialities of the deposit.

CONCLUSIONS AND RECOMMENDATIONS

Significant copper ore intersections have been encountered in a strong structure occurring on the Genex mining property in Godfrey Township, Timmins, Ontario. Diamond drilling results suggest that a fair sized ore deposit exists within the structure, and indications are that the full potential of the zone will only be realized when explored by underground development. Such a program will allow investigation of structural features difficult to assess by additional diamond drilling. Underground exploration would also more fully

GENEX MINES LIMITED

STATEMENT OF DEFERRED EXPLORATION AND DEVELOPMENT EXPENDITUREFOR THE ELEVEN MONTHS ENDED NOVEMBER 30, 1964

Geneva Lake (Hess Township) claims:

Balance, December 31, 1963	\$ 194,399.77
Caretaker's wages	\$ 1,650.00
Compensation and unemployment insurance	157.92
Acreage taxes	88.04
Engineering report	1,100.00
Travel	125.42
	<u>3,121.38</u>

Balance, November 30, 1964	\$ 197,521.15
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Dufresnoy Township claims:

Balance, December 31, 1963	\$ 21,981.25
Licenses and taxes	\$ 215.00
General expense	4.12
	<u>219.12</u>
Balance, November 30, 1964	\$ 22,200.37

Godfrey Township claims:

Diamond drilling	\$ 73,868.00
Roads and camp clearing	11,028.12
Geophysical survey	9,500.00
Wages	7,107.81
Travel and transportation	5,894.95
Engineering fees and expenses	3,238.58
Assaying	1,731.57
Insurance, compensation etc.	413.20
Maps licenses and fees	305.12
General expense	315.85
	<u>113,403.20</u>

Balance, November 30, 1964	\$ 113,403.20
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GENEX MINES LIMITED

STATEMENT OF DEFERRED ADMINISTRATION AND GENERAL EXPENDITURE

FOR THE ELEVEN MONTHS ENDED NOVEMBER 30, 1964

Balance, December 31, 1963		\$ 149,003.63
Head office services	\$ 2,400.00	
Legal and audit fees	2,930.00	
Financing and share issue expense	2,162.70	
Directors fees	375.00	
Meetings and reports	330.41	
Government fees and taxes	90.00	
Office supplies and expenses	95.63	
General expense	24.00	
 Less: Interest earned	 \$ 8,407.74	
	<u>462.00</u>	<u>7,945.74</u>
 Balance, November 30, 1964		 \$ 156,949.37

STATEMENT OF DEFICIT

FOR THE ELEVEN MONTHS ENDED NOVEMBER 30, 1964

Balance, December 31, 1963	\$ 124,325.79
<u>Add: Robb Township option:</u>	
Acquisition cost	\$ 5,000.00
Exploration expenditure	<u>18,421.95</u>
	<u>23,421.95</u>
Balance, November 30, 1964	\$ 147,747.74

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE ELEVEN MONTHS ENDED NOVEMBER 30, 1964

Source:

Sale of 1,000,000 shares of capital stock \$ 185,000.00

Application:

Deposit with shaft sinking contractor	\$ 50,000.00
Exploration expenditure	116,743.70
Administration expenditure	7,945.74
Buildings and equipment - Godfrey Township	6,965.22
	181,654.66

Balance, representing the increase in working capital as set out below:

\$ 3,345.34

	December 31 1963	November 30 1964
Cash in bank	\$ 182.13	\$ 7,009.56
Prepaid expense		<u>4,559.15</u>
	<hr/>	<hr/>
Accounts payable	\$ 182.13	\$ 11,568.71
	<u>9,433.45</u>	<u>17,474.69</u>
	<hr/>	<hr/>
Working capital	\$(9,251.32)	\$ (5,905.98) \$ 3,345.34

Approved on behalf of the Board:

W. B. Knott

✓ Ted Smith

Director

Director

ascertain the value of gold, zinc and other metals that may be recovered from the ore deposit.

It is recommended that the structure be explored by shaft sinking and lateral underground work. The program proposed at this time would provide a two compartment shaft with stations at the 125 and 250 foot horizons, to carry out sufficient lateral development on these levels to explore the "H" and the "A" zones in the vicinity of the shaft area.

To implement the above proposed phase of underground development, a sum of \$95,000.00 should be made available. The estimate of expenditures is distributed as follows:

Shaft sinking, sump and two stations	\$56,000.00
Head frame, buildings	11,500.00
Lateral development	27,500.00

Respectfully submitted,

Timmins, Ontario,
November 26th, 1964.

J. P. Jewell,
Mining Geologist.

CERTIFICATE OF QUALIFICATION

I, J.P.Jewell do hereby certify that:

1. I am a geologist and reside at 82 Pine Crescent, Toronto 13, Ontario.
2. I am a graduate of the University of Michigan and have been practicing my profession for over twenty years.
3. I have no interest direct or indirect in the properties of Genex Mines Limited, nor do I expect to receive any such interest.
4. My sole interest in the securities of Genex Mines Limited is 4,000 shares of stock purchased in the usual manner at an approximate cost of \$0.30 per share.
5. The accompanying report is based on personal knowledge of the subject property, having supervised the recent diamond drilling program, and from reports of previous exploration on the claims.

Timmins, Ontario.
Nov. 26th, 1964

J. P. Jewell
Mining Geologist

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	900,000 shares are held in escrow by the Eastern & Chartered Trust Company subject to release on consent of The Toronto Stock Exchange.				
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	W.J. Lawson & Company, 9 Adelaide Street East, Toronto and Maple Bay Copper Mines Limited, 357 Bay Street, Toronto each own 450,000 escrowed shares.				
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Maple Bay Copper Mines Limited, Room 906, 357 Bay Street, Toronto 1, Ontario. 500,000 of which 450,000 shares are escrowed.</p> <p>W.J. Lawson & Company, 9 Adelaide Street East, Toronto 1, Ontario. 460,500 of which 450,000 shares are escrowed.</p> <p>John C.L. Allen Limited, 112 King Street West, Toronto 1, Ontario. 451,400</p> <p>Goodwin, Harris and Company Limited, 347 Bay Street, Toronto 1, Ontario. 170,700</p> <p>Playfair & Company Limited, 60 Yonge Street, Toronto 1, Ontario. 105,300</p> <p>Maple Bay Copper Mines Limited is the beneficial owner of the shares registered in its name. The shares in the name of W.J. Lawson & Co. are beneficially owned by Mr. W.J. Lawson. The Company has no knowledge as to the beneficial ownership of shares registered in the names of the other shareholders mentioned above.</p>				
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has shareholdings sufficient to effect control of the Company, but Mr. W.J. Lawson, Maple, Ontario, if able to obtain proxies from the larger shareholders, is in a position to effect control of the Company.				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Bidcop Mines Limited - <table> <tr> <td>550,000 Shares - Market Value</td> <td>\$46,750.00</td> </tr> <tr> <td>- Book Value</td> <td>\$13,518.10</td> </tr> </table>	550,000 Shares - Market Value	\$46,750.00	- Book Value	\$13,518.10
550,000 Shares - Market Value	\$46,750.00				
- Book Value	\$13,518.10				
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company has entered into a contract dated November 6, 1964, with Patrick Harrison & Co. Limited for the sinking of a 250' development shaft on the Godfrey Township claims.				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No shares of the Company are at present in the course of primary distribution to the public. However, when the shares underwritten are taken up, the shares of the Company will then be in primary distribution to the public. There are no other material facts.				

DATED December 1, 1964
CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

GENEX MINES LIMITED

"W.J. Lawson"

COPORATE

SEAL

"W.M. Macintosh"

Sec.-Treas.

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

GOODWIN, HARRIS AND COMPANY LIMITED

"P.L. Robinson"

"A.G. White"